



December 30, 1991

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INTERSTATE COMMERCE COMMISSION

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MOTOR OPERATING UNIT

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed three originals of the documents described below to be recorded pursuant to Section 11301 of Title 49 of the United States Code. These documents are:

1. Lease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Lease Supplement No. 1 dated as of December 30, 1991. *17649*

2. Lessee Security Agreement (Mortgage) dated as of December 15, 1991 a primary document which includes the Lessee Security Agreement Supplement No. 1 dated as of December 30, 1991. *B*

3. Sublease of Railroad Equipment dated as of December 15, 1991, a primary document which includes the Sublease Supplement No. 1 dated as of December 30, 1991. *E*

4. Trust Indenture and Security Agreement (Mortgage) ("Trust Indenture") dated as of December 15, 1991, a primary document which includes the Indenture Supplement Nos. 1 and 2 dated as of December 30, 1991. *F*

5. FRA Subordinated Security Agreement dated as of December 15, 1991, a primary document. *I*

6. Cure Rights Agreement dated as of December 15, 1991, a primary document. *J*

Amtrak requests that all of the documents listed herein be filed under the same recordation number.

The parties to the above-listed documents include the following:

1, 2 and 3. The Lease of Railroad Equipment, the Lessee Security Agreement (Mortgage), Sublease of Railroad Equipment, and Supplements No. 1 thereto: Amtrak as, respectively, lessor, mortgagor, and sublessee; Ameritrust Company National Association ("Owner Trustee"), as, respectively, lessee, mortgagee, and sublessor.

4. The Trust Indenture and Supplement Nos. 1 and 2 thereto: Owner Trustee as mortgagor and State Street Bank and Trust Company of Connecticut, National Association ("Indenture Trustee") as mortgagee. Amtrak is a consenting party to the Trust Indenture.

5. The FRA Subordinated Security Agreement: Amtrak as mortgagor and the Federal Railroad Administrator as mortgagee.

6. The Cure Rights Agreement: Owner Trustee as sublessor and mortgagee, and Indenture Trustee as mortgagee.

The addresses of the parties are:

Ameritrust Company National Association
900 Euclid Avenue
Legal Department, P-13
Cleveland, Ohio 44101-1477

State Street Bank and Trust Company
of Connecticut, National Association
750 Main Street
Suite 1114
Hartford, Connecticut 06103

Federal Railroad Administrator
Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

National Railroad Passenger Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002
Attention: Corporate Secretary

The railway equipment covered by the primary documents listed above consists of up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

A fee of \$96 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the person delivering same stamped with the appropriate recordation number.

Short summaries of the documents to appear in the index follow:

1. Lease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and lessee and National Railroad Passenger Corporation, 60 Massachusetts Avenue,

N.E., Washington, D.C. 20002 ("Amtrak"), as lessor, dated December 15, 1991, and Supplement No. 1 thereto dated as of December 30, 1991. The Lease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

2. Lessee Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagee and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Lessee Security Agreement (Mortgage) covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

3. Sublease of Railroad Equipment between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and sublessor and National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as sublessee, dated as of December 15, 1991 and Supplement No. 1 thereto dated as of December 30, 1991. The Sublease covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

4. Trust Indenture and Security Agreement (Mortgage) between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee and mortgagor, and State Street Bank and Trust Company of Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103, as indenture trustee and mortgagee, dated as of December 15, 1991, and Supplement Nos. 1 and 2 dated as of December 30, 1991. The Trust Indenture covers up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

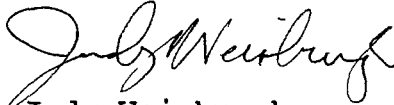
5. Subordinated Security Agreement between National Railroad Passenger Corporation, 60 Massachusetts Avenue, N.E., Washington, D.C. 20002 ("Amtrak"), as mortgagor and the Federal Railroad Administrator, Federal Railroad Administration, 400 Seventh Street, S.W., Washington, D.C. 20590, as mortgagee, dated as of December 15, 1991 and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing Amtrak road numbers 500 and 503 to 519, inclusive.

6. Cure Rights Agreement between Ameritrust Company National Association, 900 Euclid Avenue, Legal Department, P-13, Cleveland, Ohio 44101-1477 as owner trustee, sublessor, and mortgagee, and State Street Bank and Trust Company of

Connecticut, National Association, 750 Main Street, Suite 1114, Hartford, Connecticut 06103 as indenture trustee and mortgagee, dated as of December 15, 1991, and covering up to eighteen (18) General Electric Dash 8-32 BWH Locomotives bearing National Railroad Passenger Corporation ("Amtrak") road numbers 500 and 503 to 519, inclusive.

The undersigned is one of the attorneys for Amtrak.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Judy Weisburgh".

Judy Weisburgh
Associate General Counsel

Enclosures

[FRA SUBORDINATED SECURITY AGREEMENT]

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ANNEX I TO THE
FRA SUBORDINATED
SECURITY AGREEMENT

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INTERSTATE COMMERCE COMMISSION

CURE RIGHTS AGREEMENT

In consideration of the agreement of the Federal Railroad Administrator, for himself and on behalf of the Secretary of the Department of Transportation (the "Administrator"), to execute the Release of Mortgage and Consent dated as of December 15, 1991, (i) Ameritrust Company National Association ("Owner Trustee"), not in its individual capacity but solely as Owner Trustee under the Trust Agreement referred to in the Participation Agreement dated as of December 15, 1991 (the "Participation Agreement") among State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee, Owner Trustee, Cargill Leasing Corporation, as Owner Participant, the Entities listed on Schedule I to the Participation Agreement, as Loan Participants, and National Railroad Passenger Corporation, also known as Amtrak, and (ii) State Street Bank and Trust Company of Connecticut, National Association, as Indenture Trustee under that certain Trust Indenture and Security Agreement (Mortgage) dated as of December 15, 1991 ("Indenture Trustee"), each hereby severally agrees to:

(a) provide a copy to the Administrator of any notice of default to Amtrak under the Sublease, the Indenture or any other Operative Documents issued by Owner Trustee or Indenture Trustee, as the case may be, promptly after issuance thereof by such party;

(b) provide the Administrator, prior to exercise of the possessory remedies of Owner Trustee or Indenture Trustee, as the case may be, an opportunity until the earlier of (i) 30 days from receipt of notice under clause (a) hereof, (ii) the date on which the Administrator evidences in the good faith judgment of Owner Trustee or Indenture Trustee, as the case may be, that it will not cure the default or (iii) the time at which a third party is legally empowered in the good faith opinion of Owner Trustee or Indenture Trustee, as the case may be, to take action against or take possession of the Units, to cure any defaults of Amtrak under the Sublease to the extent that a default is capable of cure and the initiation of cure occurs within 30 days (to the extent that the Sublease provides for a

Capitalized terms and phrases used herein and not otherwise defined herein shall for all purposes hereof have the respective meanings specified therefor in the FRA Subordinated Security Agreement to which this Cure Rights Agreement is attached as Annex I. The obligations of (i) Indenture Trustee hereunder shall terminate upon discharge of the Indenture; (ii) Owner Trustee upon termination of the Trust Agreement; and (iii) each shall be binding upon any successor trustee under the Indenture or the Trust Agreement, as the case may be.

Dated as of December 15, 1991

AMERITRUST COMPANY, NATIONAL
ASSOCIATION,
not in its individual capacity
but solely as Owner Trustee

By: Stephen M. Carta
Name: Stephen M. Carta
Title: Assistant Secretary

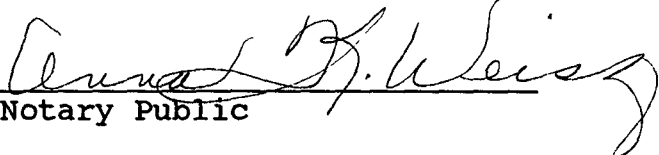
STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT,
NATIONAL ASSOCIATION,
not in its individual
capacity but solely as
Indenture Trustee

By: Mary Lee Storrs
Name: Mary Lee Storrs
Title: Assistant Vice President

[SIGNATURE PAGE]

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of December, 1991, before me personally appeared Mary Lee Storrs, to me personally known, who, being by me duly sworn, says that he/she is the Assistant Vice President of State Street Bank and Trust Company of Connecticut, National Association, a national banking association, as Indenture Trustee in said instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My commission expires

ANNA K. WEISZ
Notary Public, State of New York
No. 03-1211565
Qualified in Bronx County
Certificate Filed in New York
County Clerk's Office
Commission Expires November 30, 1993

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 19th day of December, 1991, before me personally appeared Stephen M. Carta, to me personally known, who, being by me duly sworn, says that he/she is the Assistant Secretary of Ameritrust Company, National Association, a national banking association, as Owner Trustee in said instrument, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said national banking association.


Notary Public

My commission expires

ANNA K. WEISZ
Notary Public, State of New York
No. 03-421157
Qualified in Bro. ...
Certificate filed in New York
County Clerk's Office
Commission Expires November 30, 1993